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Katherine Stadler

Attorneys for the Fee Committee

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS, INC. <i>et al.</i> ,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
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**STIPULATION BETWEEN MOMO-O, MATSUO & NAMBA AND
THE FEE COMMITTEE REGARDING THE
SIXTH INTERIM APPLICATION OF MOMO-O, MATSUO & NAMBA,
SPECIAL COUNSEL TO THE DEBTORS,
FOR COMPENSATION AND EXPENSES
FOR THE PERIOD OCTOBER 1, 2011 THROUGH MARCH 6, 2012**

**TO: THE HONORABLE JAMES M. PECK
U.S. BANKRUPTCY JUDGE**

WHEREAS, on May 21, 2012, Momo-o, Matsuo & Namba (“**MMN**”) filed the *Sixth Interim Application of Momo-o, Matsuo & Namba, as 327(e) Special Counsel to the Debtors and Debtors in Possession, for Allowance and Payment of Compensation for Services Rendered and Reimbursement of Expenses for the Period from October 1, 2011 to March 6, 2012* (the “**Sixth Fee Application**”) [Docket No. 27968] seeking interim fees in the amount of \$208,285.46 for

professional services rendered and reimbursement of out-of-pocket expenses in the amount of \$3,694.31;

WHEREAS, MMN regularly has received from the Debtors 80 percent of the amounts invoiced to the Debtors for professional services rendered and 100 percent of the amounts invoiced for expenses;

WHEREAS, pursuant to the *Order Appointing Fee Committee and Approving Fee Protocol* [Docket No. 3651], and consistent with the procedures set forth in the *Amended Fee Protocol* attached as Exhibit A to *Order Amending the Fee Protocol* [Docket No. 15998], counsel for the Fee Committee in Lehman Brothers Holdings, Inc. (the “**Fee Committee**”) has reviewed the Sixth Fee Application, issued a Confidential Letter Report on July 20, 2012, and entered into a dialogue with MMN regarding this application; and

WHEREAS, as a result of this dialogue, MMN has agreed to accept the Fee Committee’s proposed disallowance of fees in the amount of \$318.68 for professional services rendered and no reduction is warranted in MMN’s out-of-pocket expense reimbursement request.

STIPULATION

NOW, THEREFORE, the Fee Committee and MMN hereby stipulate and agree that the Court may enter an order (to be submitted subsequently) approving MMN’s request for interim compensation and reimbursement of expenses in the reduced amount of \$207,966.78 in fees and \$3,694.31 in expenses.

[Signature Page Follows]

Dated: Madison, Wisconsin
July 25, 2012.

GODFREY & KAHN, S.C.

By: /s/ Katherine Stadler
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Attorneys for the Fee Committee

Dated: Tokyo, Japan
July 25, 2012.

MOMO-O, MATSUO & NAMBA

By: /s/ Junya Naito
Junya Naito
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Dated: Madison, Wisconsin
July 25, 2012.

GODFREY & KAHN, S.C.

By:



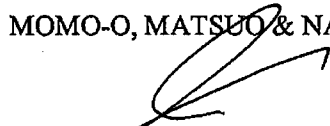
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Dated: Tokyo, Japan
July 25, 2012.

MOMO-O, MATSUO & NAMBA

By:



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